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*Please respond to Florida office

December 21, 1998

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Southside Neighborhood Association, Inc.

000002721990--6
-12/24/98--01061--013
*****52.50 *****43.75

Gentlemen:

Two copies of Articles of Amendment to and Restatement of the Articles of Incorporation of Southside Neighborhood Association, Inc., are enclosed. Please file the original and date stamp the copy and return it to the undersigned.

My trust account check for \$52.50 is enclosed covering the fee for filing the Articles of Amendment and certified copy of Articles of Incorporation as amended.

Sincerely,



Stephen L. Seftenberg

Enclosures

cc: Stephen H. Ryland, President

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Amend + Restated
1-7-99
CC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE ARTICLES OF INCORPORATION
OF
SOUTHSIDE NEIGHBORHOOD ASSOCIATION, INC.
*A Florida Corporation Not for Profit***

Pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, the undersigned corporation not for profit adopts the following Articles of Amendment and Restatement of its Articles of Incorporation:

1. The name of the corporation not for profit is "Southside Neighborhood Association, Inc."
2. The text of the amended and restated Articles of Incorporation is as follows:

"ARTICLE I - NAME

The name of this corporation shall be Southside Neighborhood Association, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be 5820 South Dixie Highway, West Palm Beach, FL 33405.

ARTICLE III - DURATION AND COMMENCEMENT

This corporation shall exist perpetually beginning on June 1, 1990.

ARTICLE IV - PURPOSES

A. The general purposes for which this corporation is organized are:

1. To promote residential investment, development, revitalization and social and racial harmony in that area of West Palm Beach, Florida, located within the following boundaries: Southern Boulevard to the North; the Palm Beach Canal on the South; the FEC Railroad tracks on the West; and the Intracoastal Waterway on the East (the "Southside Neighborhood").
2. To involve the residents of the Southside Neighborhood in combating crime, vandalism and housing deterioration and improving safety and security.
3. To fight community deterioration by investigating complaints of possible violations of building codes and zoning ordinances and reporting the same to the appropriate authorities.

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4. To preserve and develop the beauty and safety of the Southside Neighborhood and combat community deterioration by (a) cooperating with municipal authorities in planning and implementation of the City's Strategic Plan for the creation, maintenance, repair, renovation and replacement of streets, sidewalks, public parks, walking paths and recreational areas in the Southside Neighborhood (including as part thereof, designing, planting, installing, maintaining, repairing and replacing trees, plant materials, benches, trash cans, water fountains, "public art" and traffic calming), (b) assisting municipal authorities in keeping the Southside Neighborhood (especially vacant lots) clean and in good order, and (c) informing the residents of the Southside Neighborhood of the advantages of such programs.

B. To achieve its general purposes, specific purposes consistent with such general purposes may be prescribed from time to time in its By Laws.

C. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and this corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any public office. Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on by corporations (a) exempt from federal income tax under Section 501(c)(3) or described in Section 501(c)(3) of the Internal Revenue Code of 1986 or any corresponding Section of any subsequent federal tax code (the "Code"); or (b) contributions to which are deductible under Section 170(c)(2) of the Code.

D. It is the intent and purpose of this corporation to qualify as a "public" charity. During any period in which this corporation is a "private foundation" as defined in Section 509(a) of the Code, it

1. May not engage in any act of "self-dealing," as defined in Section 4941(d) of the Code which would give rise to any liability for the tax imposed by Section 4941(a) of the Code;

2. May not retain any "excess business holdings," as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code;

3. May not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code;

4. May not make any "taxable expenditures," as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a); and

5. Shall distribute, for the purposes specified above, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Code.

ARTICLE V - MEMBERS

This corporation shall have members. Qualifications for membership, and rules governing members' classifications, dues, meetings and voting rights shall be stated in the By-Laws.

ARTICLE VI - BOARD OF DIRECTORS AND OFFICERS

The number of directors and officers, the method of their election or appointment, their respective duties and their indemnification shall be stated in the By Laws.

ARTICLE VII - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of this corporation, its assets shall be distributed (1) for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or (2) to the federal, state or local government for public purposes. Any assets not so disposed of shall be disposed of by final order of the appropriate court of the county in which the principal office of this corporation is then located, exclusively for such purposes or to such organization or organizations, organized and operated exclusively for such purposes, as such court shall determine.

ARTICLE VIII - REGISTERED OFFICE AND AGENT

The name and Florida street address of the registered agent are:

William C. Cotton
5820 South Dixie Highway
West Palm Beach, FL 33405

ARTICLE IX - BY LAWS

The By Laws heretofore adopted by the Board of Directors may be amended by the Board of Directors from time to time as provided in the By Laws.

ARTICLE X - AMENDMENT OF ARTICLES

The Articles of Incorporation may be amended from time to time by vote of two-thirds (2/3) of all Directors then in office and a majority of the Members present at a meeting of the Members called for that purpose at which a quorum is present."

3. These Articles of Restatement contain amendments to the Articles of Incorporation. Such amendments require Member approval. The undersigned certifies that these Articles of Amendment and Restatement were adopted by a two-thirds (2/3) vote of the Board of Directors at a duly called special meeting of the Board of Directors for that purpose conducted on the 27th day

of October, 1998 and a majority of the Members at a duly called meeting of the Members for that purpose conducted on the 8th day of December, 1998.

EXECUTION

The undersigned has executed these Articles of Restatement on December 8, 1998.

ATTESTED:

Dolores M. Land
As its Secretary

[Signature]
As its President

[CORPORATE]
[SEAL]

Acceptance by Registered Agent

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated as of December 8, 1998

William C. Cotton
William C. Cotton, Registered Agent

Prepared by:

Stephen L. Seftenberg, Esq.
2800 North Flagler Drive
Suite 205
West Palm Beach, FL 33407
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